

EMAAR

Emaar Properties (PJSC) Invitation to Attend General Meeting

The Board of Directors of Emaar Properties PJSC (the “Company”) is honoured to invite the shareholders to attend a General Meeting of the Company, which will be held remotely/electronically and also at the Address Hotel, Dubai in conference room (Sky View) on Sunday, 10 October 2021, at 3 p.m. In case the said meeting falls short of quorum, the General Meeting will be held at the same place and time and also remotely/electronically at the same time on 17 October 2021. The General Meeting shall discuss the following agenda:

1. Special Resolution to approve, as per the recommendation of the Company’s Board of Directors, all of the following items altogether as one agenda item:
 - the proposed merger of the Company with Emaar Malls PJSC through the issuance and allotment of (0.51) new shares in the Company for every one (1) share in Emaar Malls PJSC except the shares registered in the name of the Company (the “Merger”), in addition to the internal reorganisation of the assets, rights, liabilities and businesses of Emaar Malls PJSC post the completion of the Merger and transferring the same into Emaar Malls Management LLC, a wholly owned subsidiary of the Company (the “Reorganisation”);
 - the terms of the merger agreement (as amended);
 - the appointment of EY Consulting L.L.C. as independent valuer;
 - the valuation of the Company and Emaar Malls PJSC;
 - the increase of share capital of the Company to AED 8,179,738,882 (*Eight billion one hundred seventy-nine million seven hundred thirty eight thousand eight hundred eighty two UAE Dirhams*), and amending Article (6) of the Articles of Association of the Company accordingly to reflect such capital increase; and
 - the authorisation of the Board of Directors of the Company, or any person so authorised by the Board of Directors, to take any action as may be necessary to implement the Merger and/or the Reorganisation.

Notes:

1. Shareholders can vote on the resolution through (www.smartagm.ae) at the registrar.
2. Meeting shall be held at the above mentioned address at the date and time set above. The Board of Directors, Auditors, Registrar, Rapporteur and Vote Collector shall be present in person while shareholders can participate either in person or electronically.
3. Any shareholder who has the right to attend the General Assembly, may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who are minors or interdicted shall be represented by their legal representatives. The signature of a shareholder on a special written proxy shall be approved by any of the following entities: (a) notary public; (b) commercial chamber of economic department in the United Arab Emirates; (c) bank or company licensed in the United Arab Emirates; (d) any other entity licensed to carry out attestations works. A juridical person may authorise one of its representatives or managers, by virtue of a resolution passed by its Board of Directors or an equivalent body, to represent it at the General Meeting; the said authorised representative shall have the powers determined under the authorisation resolution.
4. Every shareholder whose name is registered on the last business day preceding the Company’s General Meeting (i.e. on Thursday, 7 October 2021) shall be entitled to vote at the General Meeting. In case the meeting is held on Sunday, 17 October 2021 due to lack of quorum in the first meeting, every shareholder whose name is registered on the last business day preceding the Company’s General Meeting (i.e. on Thursday, 14 October 2021) shall be entitled to vote at the General Meeting.
5. The General Meeting shall not be validly held unless attended by shareholders, in person or via proxy, representing not less than 50 per cent. of the share capital of the Company. In the event that such quorum is not present at the first General Meeting, a second meeting will take place as described above and the second meeting shall be valid irrespective of the shareholders attendance percentage.
6. Please visit the official website of the Securities and Commodities Authority (<https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>) to view the Authority’s Guide on Investors’ Rights in Capital Market.
7. Pursuant to the Article (40) of SCA Decision no. (3/R.M.) of 2020 concerning the Joint Stock Companies Governance Guidelines, any shareholder who wishes to appoint a representative to attend and vote on his behalf should communicate with the following persons from Al Tamimi & Co. whose the Company shall bear the fees for their attendance and to vote only in accordance with the agreement concluded with Al Tamimi & Co. offices and the approval of the General Assembly on 11 April 2021:
 - Mr. Andrew Tarbuck can be reached at a.tarbuck@tamimi.com or +971 4 331 7161; and
 - Ms. Carla Saliba, who can be contacted at c.saliba@tamimi.com or +971 4 331 7161.
8. A “Special Resolution” is a resolution passed by the majority of the votes of the shareholders who own at least three-quarters of the shares represented at the General Meeting of the joint stock company.
9. The shareholder circular (“Shareholder Circular”), which sets out a description of the Merger and the combined businesses of the Company and Emaar Malls PJSC following completion of the Merger, can be viewed at the Company’s website (www.emaar.com) or, alternatively, hard copies of the Shareholder Circular can be obtained (without charge) from the office of the Company at Building 1, Level 7, Dubai Hills Estate Business Park, Dubai Hills Estate, Emirate of Dubai, United Arab Emirates.
10. Any shareholder or shareholders holding not less than 20 per cent. of the share capital of the Company, who objected the merger, may appeal the Merger before the competent court within 30 days from the date of passing the Special Resolutions contemplated by this General Meeting in accordance with Article 285(2)(B) of the Companies Law.

**By resolution of the Board of Directors
Emaar Properties (PJSC)**